

EXHIBIT A

Proposed Form of Order

In re:

Debtor.

Case No.: 10-14653 (AJG)

Debtor.

Case No.: 10-14651 (AJG)

Debtor.

Case No.: 10-14658 (AJG)

Debtor.

Case No.: 10-14660 (AJG)

Debtor.

Case No.: 10-14661 (AJG)

Debtor.

Case No.: 10-14652 (AJG)

)	
In re:)	Chapter 11
)	
GSC SECONDARY INTEREST FUND, LLC,)	Case No.: 10-14663 (AJG)
)	
Debtor.)	
)	

**ORDER DIRECTING JOINT ADMINISTRATION OF RELATED
CHAPTER 11 CASES PURSUANT TO BANKRUPTCY RULE 1015(b)**

Upon consideration of the motion (the “Motion”)¹ of GSC Group, Inc. (“GSC Group”) and certain of its direct or indirect subsidiaries and affiliates (collectively, the “Debtors”) for the entry of an order directing joint administration of their chapter 11 cases (these “chapter 11 cases”); and upon the Declaration of Peter R. Frank in Support of Chapter 11 Petitions and First Day Orders; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and the Court having determined that the relief sought in the Motion is in the best interests of the Debtors, their creditors, and all parties-in-interest; and upon the Motion and all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is granted to extent set forth herein.
2. That the above-captioned chapter 11 cases shall be jointly administered, for procedural purposes only, by this Court.
3. The caption of the jointly administered chapter 11 cases shall be as follows:

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

)	
In re:)	Chapter 11
)	
GSC GROUP, INC., <u>et al.</u> , ¹)	Case No. 10-14653 (AJG)
)	
Debtor.)	Jointly Administered
)	

4. A docket entry shall be made in each of these chapter 11 cases substantially as follows:

An order has been entered in this case directing joint administration of this case with the chapter 11 bankruptcy cases of GSC Group, Inc., GSCP, LLC, GSC Active Partners, Inc., GSCP (NJ), Inc., GSCP (NJ) Holdings, L.P., GSCP (NJ), L.P, and GSC Secondary Interest Fund, LLC. The docket in chapter 11 case No. 10-14653 (AJG) should be consulted for all matters affecting this case.

5. Nothing contained in this Order shall be deemed or construed as directing or otherwise effecting substantive consolidation of these chapter 11 cases.

6. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

7. Notwithstanding any Bankruptcy Rule to the contrary, this Order shall take effect immediately upon its entry.

8. This Court shall retain jurisdiction to hear and determine all matters, claims, rights or disputes arising from the implementation of this Order.

Dated: New York, New York
_____, 2010

UNITED STATES BANKRUPTCY JUDGE

¹ The Debtors along with the last four digits of each Debtor's federal tax identification number are GSC Group, Inc. (6382), GSCP, LLC (6520), GSC Active Partners, Inc. (4896), GSCP (NJ), Inc. (3944), GSCP (NJ) Holdings, L.P. (0940), GSCP (NJ), L.P. (0785), and GSC Secondary Interest Fund, LLC (6477).